

Washington, D.C. FORM !

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

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Expires: August 31, 1898 Estimated average burden hours per response . . . 18.00

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	this is an amendment and name has changed, and in	idicale change.)
والمناوية والمراجع	Due January 9, 2007	1/28 40 10
Filing Under (Check box(es) that	apply): 🛘 Rule 504 🚨 Rule 505 🙀 Rule 506	□ Section 4(6) □ ULOE
Type of Filing: Q New Filing	☐ Amendment	PROCESSE
	A. BASIC IDENTIFICATION DATA	
I. Enter the information request	ed about the issuer	MAY 1 8 200
Name of Issuer (check if the	is is an amendment and name has changed, and indic	zie change.)
FastShip. Inc.		THOMSON
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
1700 Market Street,	Suite 2720 Philadelphia, PA 19103	(215) 574-1770
Address of Principal Business Off different from Executive Off	perations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Brief Description of Business		
•	el design and operation.	BEST AVAILABLE COPY
Type of Business Organization El corporation	☐ limited partnership, already formed	D other (please specify):
🗖 business trust	☐ limited partnership, to be formed	
. Actual or Estimated Date of In- Jurisdiction of Incorporation of	Organization: (Enter two-letter U.S. Postal Service a CN for Canada; FN for other foreign	
GENERAL INSTRUCTIONS		
et seq. or 15 U.S.C. 77d(6).	ng an offering of securities in reliance on an exemption t	
When To File: A notice must be	e filed no later than 15 days after the first sale of secu	rities in the offering. A notice is deemed filed with

the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received If received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Fallure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Hotential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently walld CMIJ control number.

SEC 1972 (2-97) 1 of B

•	Ø Director	☐ General and/or
Tull Name of our name Cone (Cindiados)	·	Managing Partner
Full Name (Last name first, if individual) Pederson, Einar		
Business or Residence Address (Number and Street, City, State, Zip Code) 1700 Market Street, Suite 2720 Philadelphia, PA 19103		
Check Box(es) that Apply: Demoter Demoter Demoter Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		
Bullard II, Roland K.		
Business or Residence Address (Number and Street, City, State, Zip Code)		
1700 Market Street, Suite 2720 Philadelphia, PA 19103	T	_^_
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if individual)		
Chambers, Kathryn Riepe Business or Residence Address (Number and Street, City, State, Zip Code)		
1700 Market Street, Suite 2720 Philadelphia, PA 19103		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if individual)		
Giles, David L.	•	
Business or Residence Address (Number and Street, City, State, Zip Code) 1700 Market Street, Suite 2720 Philadelphia, PA 19103		
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Colgan, Dennis		
Business or Residence Address (Number and Street, City, State, Zip Code)		
1700 Market Street, Suite 2720 Philadelphia, PA 19103	Director	☐.General and/or Managing Partner
1700 Market Street, Suite 2720 Philadelphia, PA 19103 Check Box(es) that Apply: Promoter Executive Officer		
1700 Market Street, Suite 2720 Philadelphia, PA 19103 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Full Name (Last name first, if individual) Riverfront Development Corporation		
1700 Market Street, Suite 2720 Philadelphia, PA 19103 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Full Name (Last name first, if individual) Riverfront Development Corporation Business or Residence Address (Number and Street, City, State, Zip Code) 701 North Broadway, Glouchester City, NJ 08030	□ Director	☐ General and/or Managing Partne
1700 Market Street, Suite 2720 Philadelphia, PA 19103 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Full Name (Last name first, if individual) Riverfront Development Corporation Business or Residence Address (Number and Street, City, State, Zip Code) 701 North Broadway, Glouchester City, NJ 08030 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	☐ Director	☐ General and/or Managing Partner
1700 Market Street, Suite 2720 Philadelphia, PA 19103 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Full Name (Last name first, if individual) Riverfront Development Corporation Business or Residence Address (Number and Street, City, State, Zip Code) 701 North Broadway, Glouchester City, NJ 08030 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer	☐ Director	

2. Enter the information requested for the following:

• Each promoter of the issuer, if the issuer has been organized within the past five years;

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) N/A Business or Residence Address (Number and Street, City, State, Zip Code) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IN] [IN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	- %. Has t	DE 1220CL N	oia, or ao						ous in this		• • • • • • • • • •	• • • • • • • •	
3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for sublication of purchasers in consciont which also of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a grate or states, or dealer, you may set forth the information for that broker or dealer direct with the SEC and/or with a grate or states, or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) N/A Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer Scates in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) (Check "All States" or check individual States) (Check "All States" or check individual States) (All States (Check "All States") (Check "All States" or check individual States) (Check "All States" or check individual States) (All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) (All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) (All (AK) (AZ) (AR) (AZ) (AR) (CA) (CO) (CT) (DE) (DC) (FL) (GA) (HI) (ID) (IL) (IN) (IA) (KS) (KY) (LA) (ME) (MD) (MA) (MI) (MN) (MS) (MD) (MT) (ME) (NV) (NR) (NY) (NZ) (ND) (MA) (MI) (MN) (MS) (MD) (MT) (ME) (NV) (NR) (NY) (NZ) (NM) (NY) (NC) (ND) (MA) (MI) (MN) (MS) (MD) (MT) (ME) (AK) (AZ) (AR) (CA) (CO) (CT) (DE) (DC) (FL) (GA) (HI) (DD) (ALL (AK) (AZ) (AR) (CA) (CO) (CT) (DE) (DC) (FL) (GA) (HI) (DD) (ALL (AK) (AZ) (AR) (CA) (CO) (CT) (DE) (DC) (FL) (GA) (HI) (DD) (ALL (AK) (AZ) (AR) (CA) (CO) (CT) (DE) (DC) (FL) (GA) (HI) (DD) (ALL (AK) (AZ) (AR) (AZ) (AR) (CA) (CO) (CT) (DE) (DC) (FL) (GA) (HI) (DD) (ALL						-			-				
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A. Enter the information requested for each person who has been or will be paid or given, directly or ladirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering, If a person to be lined is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states. But the same of the broker or dealer. If more than five (5) persons to be lined are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) N/A Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) (L1 [AK] [AZ] (AR] [CA] [CO] (CT] (DE] [DC] [FT] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [IA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MI] [MI] [MI] [MI] [MI] [MI] [MI] [MI	•												
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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Buanas	or Residen	ce Addres	s (Number	and Sue	it, City, St	ate, Zip C	(ode)					
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	·												
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		· .		, k.			,			-
1.	Is any party	described in	17 CFR 230.25	2(c), (d), (e) or (t) presently subject t	to any of the	disqualification p	rovisions	Yes	No
,	of such role	?		***********						

See Appendix, Column 5, for state response,

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be emitted to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
FastShip, Inc.	Hay Page Ohu	5/12/04
Name (Print or Type)	Title (Print or Type)	
Kathryn Riepe Chambers	Executive Vice President	

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice of Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printer signatures.

	Intend to non-ac investors (Part B	ccredited in State	Type of security and aggregate offering price offered in state (Part C-Item1)		amount pur	nvestor and chased in State C-Item 2)		Disquali under Sta (if yes, explana waiver	fication the ULOE attach thion of granted) -Item I)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL								1	146
AK					·			·	
AZ									
AR				·	·				
CA									
СО				·					
СТ									
DE					·				
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IN		ļ			·				
IA	<u> </u>	ļ				ئە ــــــــــــــــــــــــــــــــــــ	<u> </u>	-	
KS		<u> </u>		<u> </u>		·		-	
KY	-								
LA			<u> </u>		-				
ME		1.	-		-			- 	
MD					1		-	+	+
MA	-				1		 	-	+
MI	+	-	·	-	<u> </u>		 		+
MN				_	-		<u> </u>	_	
MS				· ·		_	·	-	
МО									

1		2	3 Type of security			4		Disqual	ification	
	to non-a	to sell	and aggregate offering price	, ,		nvestor and		(ii yes,	ttion of	
		s in State -Item 1)	offered in state (Part C-Item I)		amount pur (Part (chased in State C-Item 2)		waiver granted) (Part E-Item1)		
				Number of Accredited		Number of Non-Accredited		/r at r E	·Item[]	
State	Yes	No		Investors	Amount	Investors	Amount	Yes	_No	
МТ	·									
NE										
NV										
ИН					·					
נא										
NM			A							
NY		х	Convertible Note \$40,000	1	\$40,000	0	0		х	
NC							_			
ND										
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OR										
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SD										
TN										
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VT				1						
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